

AMENDMENT TO H.R. 1257
OFFERED BY MR. PUTNAM OF FLORIDA

Page 2, line 8, strike “Any proxy” and insert “Subject to paragraph (3), any proxy”.

Page 2, line 20, strike “In any proxy” and insert “Subject to paragraph (3), in any proxy”.

Page 3, line 18, strike the close quotation marks and following period and after such line insert the following:

1 “(3) DEFERRED COMPENSATION EXEMPTION.—
2 The shareholder vote requirements of this subsection
3 shall not apply to an issuer if the compensation of
4 executives as disclosed pursuant to the Commission’s
5 compensation disclosure rule indicates that the
6 issuer provides the majority of the issuer’s executive
7 compensation in the form of non-qualified deferred
8 compensation.”.